



BANK OF BOSTON

3-189A022

July 6, 1993

16168-00

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

Dear Ms. McGee:

We have enclosed two originals of the secondary document described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code:

Partial Termination of Security Agreement by The First National Bank of Boston
and Exhibit A

The primary document to which this is connected is duly recorded under Recordation Number 16168 filed on January 18, 1989 at 10:55 AM.

The secondary document is a Partial Termination of Security Agreement. The names and addresses of the parties to the document are as follows:

Secured Party: The First National Bank of Boston
100 Federal Street
Boston, MA 02110

Debtor: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

JUL 8 2 55 PM '93
MOTOR OPERATING UNIT

A description of the equipment covered by the document follows:

(9) 4600 C.F. or greater Covered Hopper Railcars.

A more complete description of the equipment covered by the document is set forth on the attached Exhibit A to the Partial Termination of Security Agreement..

A fee of \$16.00 is enclosed. Please return the original document after recordation to Mr. James D. Tighe, Vice President, The First National Bank of Boston, 100 Federal Street, 01-23-05, Boston, Massachusetts 02110.



Page Two
July 6, 1993

A short summary of the document to appear in the index follows:

"Partial Termination of Security Agreement between The First National Bank of Boston, 100 Federal Street, Boston, MA 02110 (Secured Party) and Helm Financial Corporation, One Embarcadero Center, San Francisco, CA 94111 (Debtor) of the following equipment: (9) 4600 C.F. or greater Covered Hopper Railcars."

Very truly yours,
The First National Bank of Boston

By: _____

James D. Tighe
Vice President

Enclosures: (2) Partial Termination of Security Agreement with Exhibit A

JDT:dlp

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

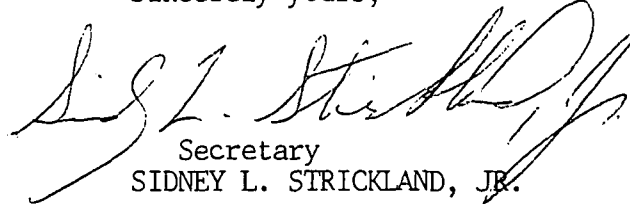
7/8/93

James D. Tighe
Bank of Boston
The First National Bank of Boston
100 Federal Street 01-23-05
Boston, MA. 02110

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 7/8/93 at 3:05PM , and assigned
recordation number(s). 16168-QQ and 18040-G.

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

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16168-00

PARTIAL TERMINATION OF
SECURITY AGREEMENT

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT dated as of June 25, 1993 by The First National Bank of Boston, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "**Banks**") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "**Agent**"), for the benefit of Helm Financial Corporation, a California corporation ("**Helm**").

1. **Recitals.** Helm owns nine (9) covered hopper railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "**Unit(s)**"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "**Collateral**") to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement dated as of January 17, 1989 between Helm and the Agent (the "**Security Agreement**"), and filed at the Interstate Commerce Commission ("**ICC**") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This release shall have no effect on the Banks' security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Banks, pursuant to due authority, have executed this Partial Termination of Security Agreement as of the date first above written.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

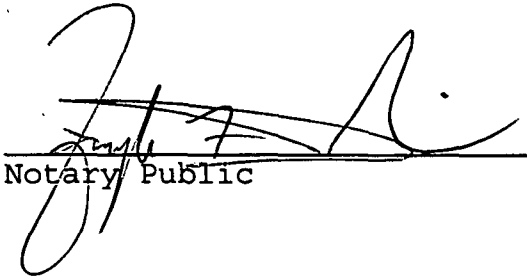
By: Lawrence F. Chaffin

Title: ASSISTANT VICE PRESIDENT

Date: 6/28/93

COMMONWEALTH OF MASSACHUSETTS)
) S
COUNTY OF SUFFOLK)

On this 28th day of June, 1993 before me, personally appeared Lawrence F. Christofori to me personally know, who being by me duly sworn, says that he is a Assistant Vice President of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Notary Public

My Commission Expires:

12-12-97

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Equipment Description:

Nine (9) covered hopper railcars

Unit Numbers:

BO 606505
BO 837027
CSXT 253974
LN 205129
LN 241278
SBD 246998
SBD 250849
SBD 251005
SBD 251294